

Message Text

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14/40

ACTION OPR-02

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O R 101342Z MAR 76

FM AMEMBASSY NAIROBI

TO SECSTATE WASHDC IMMEDIATE 8280

INFO AMCONSUL CASABLANCA

AMCONSUL TANGIER

AMEMBASSY DAR ES SALAAM

UNCLAS NAIROBI 2404

(CORRECTED COPY -TEXT PARA 8)

DEPARTMENT PASS F. HORACE SHAMWELL L/M

DAR ES SALAAM FOR INSPECTOR SHERMAN MINER

TANGIER FOR DR. PAUL LUEBKE, OVERSEAS SCHOOLS

E.O. 11652: N/A

TAGS: ASCH, KE

SUBJECT: INCORPORATION OF THE INTERNATIONAL SCHOOL OF KENYA

REF STATE 052272

1. TEXT OF MEMORANDUM OF ASSOCIATION OF INTERNATIONAL SCHOOL OF KENYA LIMITED, AS WELL AS ARTICLES OF ASSOCIATION, AIR-POUCHED MARCH 9 ADDRESSED ERNEST MANNINO, DIRECTOR, OFFICE OF OVERSEAS SCHOOLS (A/OS).

2. EMBASSY URGENTLY NEEDS APPROVAL BY DEPARTMENT ON ESSENTIALS OF PLANNED INCORPORATION OUTLINED BELOW. MINOR DEFICIENCIES IN DRAFT HAVE BEEN NOTED AND ARE BEING CORRECTED HERE BY COMMUNITY COMMITTEE WITH ASSISTANCE LEGAL COUNSEL. ITEM IS METHOD BY WHICH DIRECTORS OF BOARD ARE ELECTED BY PARENTS.

3. ACCORDING COMMITTEE'S ATTORNEYS, INCORPORATION AS PROPOSED DOES NOT RPT NOT INVOLVE U.S. GOVERNMENT OR EMBASSY IN UNCLASSIFIED

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OWNERSHIP OR LIABILITY.

4. ATTORNEYS SAY CORPORATION WILL OWN THE SCHOOL. THERE WILL BE NO RPT NO SHAREHOLDERS SINCE CORPORATION IS NON-PROFIT.

5. FEWEST NUMBER OF MEMBERS PERMITTED BY KENYAN LAW IS SEVEN. SEVEN MEMBERS WOULD BE FOUR DIPLOMATIC OFFICERS FROM AMERICAN EMBASSY AND THREE FROM CANADIAN HIGH COMMISSION. THESE SEVEN MEMBERS WOULD ALSO COMPRISE GOVERNING BOARD IN WHICH ULTIMATE AUTHORITY RESIDES.

6. GIVEN EXCLUSIVELY DIPLOMATIC CHARACTER OF GOVERNING BOARD, CORPORATION WOULD UTILIZE NORMAL PRIVILEGES AND IMMUNITIES AVAILABLE UNDER VIENNA CONVENTION.

7. GOVERNING BOARD WOULD APPOINT THREE PERSONS, TWO FROM U.S. MISSION AND ONE FROM CANADIAN OFFICIAL MISSION, TO SERVE ON NINE-MEMBER BOARD OF DIRECTORS (IN EFFECT, BOARD OF EDUCATION). REMAINING SIX DIRECTORS ELECTED BY PARENTS AND APPOINTED BY GOVERNING BOARD. BOARD OF DIRECTORS APPOINTS ITS OWN CHAIRMAN.

8 ATTORNEYS STRESS THAT NO MEMBER OF CORPORATION (THAT IS, NO MEMBER OF GOVERNING BOARD) COULD PROFIT IN ANY WAY FROM MEMBERSHIP IN CORPORATION, WHILE LIABILITY IS LIMITED TO ONE U.S. DOLLAR FOR EACH MEMBER.
MARSHALL

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